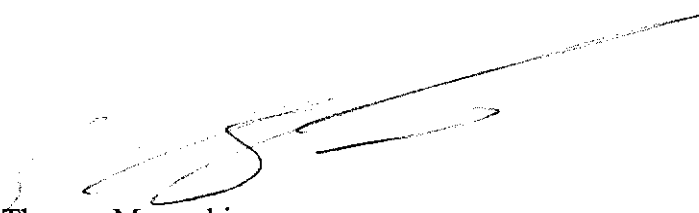


December 6, 2000

Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701

RE: Docket 0597

Attached are the original and three copies of our Certificate Of Authority To Transact Business in the State of Illinois (issued by The Secretary of State on December 5, 2000). This is now the last of the follow-up items from the hearing (conference call) held on October 3, 2000 with Mr. Terry Hilliard.



Thomas Mazerski
President
CloseCall America, Inc.

OFFICIAL FILE

ILL. DOCKET NO. 0-0597

Exhibit No. 11

Witness: Mazerski

12/8 T11

File Number 6135-076-4

COPY

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
CLOSECALL AMERICA, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF MARYLAND HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 5TH
day of DECEMBER A.D. 2000 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

Form BCA-13.15 (Rev. Jan. 1999)	APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS	SUBMIT IN DUPLICATE!
Jesse White, Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1834 http://www.sos.state.il.us	This space for use by Secretary of State FILED DEC -- 5 2000 JESSE WHITE SECRETARY OF STATE	This space for use by Secretary of State Date <u>12/5/00</u> License Fee \$ Franchise Tax \$ <u>45.00</u> Filing Fee \$ <u>15.00</u> Penalties \$ Approved <u>\$120.00</u>
Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."		

1. (a) CORPORATE NAME: Clewell America, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Maryland
(b) Date of Incorporation: 3-1-99
(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 149 Leg Avenue Circle
Stevensville, Md 21666
(b) Address of principal office in Illinois:
(If none, so state) NONE

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent National Registered Agents, Inc.
First Name _____ Middle Name _____ Last Name _____
Registered Office 208 S. LaSalle Street, Suite 1855
Number _____ Street _____ Suite # _____
Chicago 60604 COOK
City _____ ZIP Code _____ County _____

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
MD, DE, D.C., NJ, PA, and Va. USA

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President <u>Thomas Mijowski</u>	<u>11452 Old Frederick Rd</u>	<u>MD</u>	<u>21771</u>	
Secretary <u>Kristie Key</u>	<u>405 Butler Landing Rd</u>	<u>Stevensville, MD</u>	<u>21666</u>	
Director <u>Thomas Mijowski</u>	<u>Same as above</u>			
Director <u>Kristie Key</u>	<u>Same as above</u>			
Director <u>Stephen Ruppert</u>	<u>24th Cox Neck Rd</u>	<u>Chester, MD</u>	<u>21619</u>	
<u>Tom Cross</u>	<u>1413 Willow Grove Rd</u>	<u>W. Hartford, CT</u>	<u>06133</u>	
<u>Richard Runkell</u>	<u>1230 Pinecrest Rd</u>	<u>Reston, VA</u>	<u>20191</u>	

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

Company will provide telecommunication services to include long distance telephone service, wireless telephone service.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
convertible Preferred	A	.10	5,500,000	5,500,000
convertible "	B	.01	5,000,000	5,000,000
Common		.0001	70,000,000	4,000,000
convertible Preferred	C	.01	1,000,000	- 0 -
PREF-		.01	10,000,000	

9. Paid-in Capital:

\$ 600,450

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year:

\$ 8.0 M

(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois:

\$.1 M

(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:

\$ 4.0 M

(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:

\$.2 M

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: See 3a.
 (b) Number of shares of all classes owned by residents of Illinois: NONE
 (c) Number of shares of all classes owned by non-residents of Illinois: 100%
 (d) Is the corporation transacting business in this state at this time? NO
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 11 - 28 2000
 (Month & Day) (Year)

CloseCall America, Inc.
 (Exact Name of Corporation)

attested by Kristie Key
 (Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

Kristie Key, Secretary
 (Type or Print Name and Title)

by Thomas Margowski, Pres.
 (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).